

NETSUITE INC  
Form 4  
December 27, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FARRINGTON DEBORAH A

(Last) (First) (Middle)

C/O NETSUITE INC., 2955  
CAMPUS DRIVE, SUITE 100

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NETSUITE INC [N]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    |                                      |  |                                |   | 1,283   | D  |                                   |
| Common Stock                    | 12/24/2007                           |  | C                              |   | 695,321   | A  | <u>(1)</u> 695,321                |
| Common Stock                    | 12/24/2007                           |  | C                              |   | 120,734   | A  | <u>(3)</u> 816,055                |
| Common Stock                    | 12/24/2007                           |  | C                              |   | 249,064   | A  | <u>(4)</u> 1,065,119              |

See footnote (2)  
See footnote (2)  
See footnote (2)

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|              |            |  |   |         |   |            |           |   |                         |
|--------------|------------|--|---|---------|---|------------|-----------|---|-------------------------|
| Common Stock | 12/24/2007 |  | C | 527,649 | A | <u>(5)</u> | 1,592,768 | I | See footnote <u>(2)</u> |
| Common Stock | 12/24/2007 |  | C | 654,699 | A | <u>(6)</u> | 2,247,467 | I | See footnote <u>(2)</u> |
| Common Stock | 12/24/2007 |  | C | 448,301 | A | <u>(7)</u> | 2,695,768 | I | See footnote <u>(2)</u> |
| Common Stock | 12/24/2007 |  | C | 186     | A | <u>(1)</u> | 186       | I | See footnote <u>(8)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Series C Convertible Preferred Stock       | <u>(1)</u>   | 12/24/2007                           |  | C                              | 119,243   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 695,321  |
| Series D Convertible Preferred Stock       | <u>(3)</u>   | 12/24/2007                           |  | C                              | 31,266  | <u>(3)</u> <u>(3)</u>                                    | Common Stock 120,734  |
| Series E Convertible Preferred Stock       | <u>(4)</u>   | 12/24/2007                           |  | C                              | 159,382   | <u>(4)</u> <u>(4)</u>                                    | Common Stock 249,064  |
| Series F Convertible Preferred Stock       | <u>(5)</u>   | 12/24/2007                           |  | C                              | 447,663   | <u>(5)</u> <u>(5)</u>                                    | Common Stock 527,649  |

|   |            |            |   |         |            |            |                 |         |
|---|------------|------------|---|---------|------------|------------|-----------------|---------|
| Series G<br>Convertible<br>Preferred<br>Stock | <u>(6)</u> | 12/24/2007 | C | 654,699 | <u>(6)</u> | <u>(6)</u> | Common<br>Stock | 654,699 |
| Series H<br>Convertible<br>Preferred<br>Stock | <u>(7)</u> | 12/24/2007 | C | 448,301 | <u>(7)</u> | <u>(7)</u> | Common<br>Stock | 448,301 |
| Series C<br>Convertible<br>Preferred<br>Stock | <u>(1)</u> | 12/24/2007 | C | 32      | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 186     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FARRINGTON DEBORAH A<br>C/O NETSUITE INC., 2955 CAMPUS DRIVE<br>SUITE 100<br>SAN MATEO, CA 94403 | X             |           |         |       |

## Signatures

/s/ Douglas P. Solomon, by power of attorney

12/26/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series C Convertible Preferred Stock automatically converted into 5.83113255 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (2) Shares held directly by StarVest Partners, L.P. The reporting person is a General Partner of StarVest Partners, L.P. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
  - (3) Each share of Series D Convertible Preferred Stock automatically converted into 3.86152141 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (4) Each share of Series E Convertible Preferred Stock automatically converted into 1.56268882 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (5) Each share of Series F Convertible Preferred Stock automatically converted into 1.1786783 shares of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (6) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (7) Each share of Series H Convertible Preferred Stock automatically converted into one share of Common Stock immediately prior to the closing of the issuer's initial public offering of Common Stock.
  - (8) Shares held directly by StarVest Management, Inc., as Nominee for StarVest Partners Advisory Council Co-Investment Plan. The reporting person is President of StarVest Management, Inc. and disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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